

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SUBSECTION 7.1 (1) OF NATIONAL INSTRUMENT 51-102**

Item 1. Reporting Issuer

Empire Rock Minerals Inc. (the “Issuer”)
702 – 889 West Pender Street
Vancouver, BC V6C 3B2

Item 2. Date of Material Change

April 22, 2016

Item 3. News Release

News Releases dated April 22, 2016 and disseminated to Canada Stockwatch, Market News, Marketwired, British Columbia Securities Commission and Alberta Securities Commission.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer has applied to the TSX Venture Exchange for approval to amend the exercise price on 522,225 warrants from \$0.90 to \$0.25.

Item 5. Full Description of Material Change

The Issuer has applied to the TSX Venture Exchange for approval to amend the exercise price on 522,225 warrants (the “Warrants”) from \$0.90 to \$0.25. The Warrants have expiry dates of May 13, 2016 as to 407,410 warrants and December 29, 2016 as to 114,815 warrants. In accordance with the policies of the TSX Venture Exchange, the exercise period of the Warrants will be reduced to 30 days if, for any ten consecutive trading days during the unexpired term of the Warrants, the closing price of the common shares of the Issuer exceeds \$0.3125. In all other respects the terms of the Warrants will remain unchanged.

The Issuer is a Canadian exploration and development company with a number of green energy assets. The Issuer recently announced its agreement to acquire a 70% interest in the Fox Creek Lithium Project comprised of 355,000 hectares in 42 mineral permits within the Province of Alberta, Canada, subject to TSX Venture Exchange acceptance for filing. The Issuer owns a 100% interest in the Buck Lake platinum, palladium, nickel project near the Lac des Iles mine,

Thunder Bay, Ontario, Canada, and an interest in the Graphite West Project, a prospective hydrothermal graphite exploration target located immediately west of Zenyatta Ventures Ltd.'s Albany hydrothermal graphite deposit. The Issuer has 14,487,904 shares outstanding. There are no director or employee options outstanding.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

The Issuer is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officers

Lisa Chapman, President: 604.683.3288

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 22nd day of April, 2016.

“Gwen Wegner”

Gwen Wegner, Corporate Secretary